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December 19, 2022

U.S. Nuclear Regulatory Commission, Region 1
2100 Renaissance Blvd., Ste 100
King of Prussia, PA 19406-2703
Attention: Elizabeth Ullrich

Via electronic mail to: Elizabeth.ullrich@nrc.gov

**RE: Notice of possible change in control
Gannett Fleming, Inc. - NRC License No. 37-20647-01, Amendment No. 20**

Pursuant to 10 CFR 30.34(b), Gannett Fleming, Inc. (Licensee) is notifying the U.S. Nuclear Regulatory Commission of a change in ownership of Licensee's stock. This change will not impact Licensee's radiation safety program or Licensee's management of activities under the License. Relevant information is provided below. Similar notices are being provided to state agencies with jurisdiction over Gannett Fleming's program.

5.1 Description of the Transaction

Gannett Fleming, Inc. (Licensee) has agreed to a transaction with a newly formed affiliate of OceanSound Partners, LP (OSP), a growth focused, private equity firm. Following the transaction, OSP will own more than 50% of Licensee's stock and the current stockholders and select employees will continue to own indirectly between 35 and 49% of the Licensee's stock. Gannett Fleming, Inc. will continue to operate under the same name without interruption. The Licensee's Board of Directors will continue to include a majority of the pre-transaction management. The Licensee's management team and operational structure will not be changed as a result of the transaction. For example, the Licensee's current Chief Executive Officer, Chief Operating Officer and Corporate Safety Officer will continue to serve in those roles. The Radiation Safety Officer named on the License will remain in that role.

After the transaction, the Licensee will continue using the same personnel, facilities, and resources as it has prior to the transaction, and there will be no impact to the Licensee's safety programs or policies, including its radiation safety controls and training measures, which are outlined in Standard Operating Procedure 19 – Nuclear Density Gauge Radiation Safety Program (attached). There will be no physical or operational change in the oversight and management of activities related to the license. After the transaction, the Licensee will remain responsible for maintenance, storage, and use of radioactive materials and for compliance with the terms of the License and the applicable regulations.



5.2 Changes of Personnel

The transaction will result in no changes to personnel who are associated with the license or otherwise involved in the licensed activities. George Howell will continue to serve the Radiation Safety Officer for this License.

5.3 Changes of Location, Equipment, and Procedures.

The transaction will result in no changes to the place of use, facilities where licensed materials are used and stored, equipment to be used, or applicable procedures.

5.4 Surveillance Records

The Licensee will continue to maintain surveillance records and perform all required activities in accordance with its current procedures and the regulations; the transaction will result in no change to surveillance activities and no need to transfer records.

5.5 Decommissioning and Related Records Transfer

The Licensee will continue to maintain records important to the decommissioning; the transaction will result in no changes and no need to transfer records.

5.6 Transferee's commitment to Abide by the Transferor's Commitments.

As explained above, the transaction will result in no change in the Licensee's management of the licensed activities. Licensee will continue to abide by all constraints, license conditions, requirements, representations, and commitments and will continue to operate the program using the same personnel and under the same policies and procedures to maintain compliance with the License and applicable regulations. Due to fact that there is no transferee taking control of the License after the transaction, Licensee is not providing supporting documentation or statements from any other transaction parties at this time.

Please do not hesitate to reach out to me with any questions about this Notice and/or NRC's response at adaly@gfnet.com or 717-418-5740.

Sincerely,

A handwritten signature in blue ink that reads "Audrey J. Daly".

Audrey J. Daly
Vice President, General Counsel
Gannett Fleming, Inc.